

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Howze Yalonda</u>  (Last) (First) (Middle) C/O CODIAK BIOSCIENCES, INC. 35 CAMBRIDGEPARK DRIVE, SUITE 500  (Street) CAMBRIDGE MA 02140  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Codiak BioSciences, Inc. [ CDAK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 08/16/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/16/2022		M		4,857	A	(1)	7,345	D	
Common Stock	08/17/2022		S(2)		1,512	D	\$2.2135	5,833	D	
Common Stock	02/16/2023		M		4,856	A	(1)	10,689	D	
Common Stock	02/17/2023		S(2)		1,603	D	\$0.5929	9,086	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(3)	08/16/2022		M		4,857		(4)	(4)	Common Stock	4,857	\$0.00	14,568	D	
Restricted Stock Units	(3)	02/16/2023		M		4,856		(4)	(4)	Common Stock	4,856	\$0.00	9,712	D	

**Explanation of Responses:**

- Restricted stock units ("RSUs") convert into common stock on a one-for-one basis.
- The sales reported in this Form 4 were effected to cover tax withholding obligations in connection with the vesting of RSUs pursuant to a "sell to cover" provision included in the RSU Agreement.
- Each RSU represents a contingent right to receive one share of common stock.
- On February 16, 2022, the reporting person was granted 19,425 RSUs, vesting in four equal installments every six months beginning on the six month anniversary of the grant date.

**Remarks:**

Executive Vice President, Chief Legal and Compliance Officer and Corporate Secretary

/s/ Yalonda Howze 02/21/2023  
 \*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.